

Brownstone Energy Inc.
 (“Corporation”)

FORM OF PROXY (“PROXY”)

Annual and Special Meeting
Thursday, February 4, 2016 at 11:00 am (EDT)
69 Yonge Street, Suite 1010, Toronto, Ontario M5E 1K3
 (“Meeting”)

RECORD DATE: December 21, 2015

CONTROL NUMBER:

SEQUENCE #:

FILING DEADLINE FOR PROXY: February 2, 2016 at 11:00 a.m. (Toronto Time)

VOTING METHODS	
INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	(416) 595-9593
MAIL or HAND DELIVERY	TMX EQUITY TRANSFER SERVICES INC.* 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Sheldon Inwentash, Chief Executive Officer** of the Corporation, whom failing **Gerry Feldman, Chief Financial Officer and Corporate Secretary** (“Management Nominees”), or instead of any of them, the following appointee

<i>Please print appointee name</i>

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS - MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

1. Election of Directors	FOR	WITHHOLD
a) Sheldon Inwentash	<input type="checkbox"/>	<input type="checkbox"/>
b) Steven Mintz	<input type="checkbox"/>	<input type="checkbox"/>
c) Warren Goldberg	<input type="checkbox"/>	<input type="checkbox"/>
d) Allen Lone	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of Auditors	FOR	WITHHOLD
Appointment of Ernst & Young LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
3. Stock Option Plan	FOR	AGAINST
A resolution re-approving the Company's stock option plan, as more fully described in the Management Information Circular dated December 21, 2015 in respect of the Meeting.	<input type="checkbox"/>	<input type="checkbox"/>
4. Confirmation of By-Law No.2	FOR	AGAINST
Confirmation of By-Law No.2 of the Company as more fully described in the accompanying Management Information Circular dated December 21, 2015 in respect of the Meeting.	<input type="checkbox"/>	<input type="checkbox"/>
5. Consolidation of Issued and Outstanding Securities	FOR	AGAINST
A special resolution authorizing an amendment to the articles of the Company to consolidate the outstanding common shares of the Company on the basis of one (1) “new” common share for up to every twenty (20) “old” common shares then outstanding, with the directors authorized to determine the final consolidation basis within such range, as more fully described in the Management Information Circular dated December 21, 2015 in respect of the Meeting.	<input type="checkbox"/>	<input type="checkbox"/>
6. Change of Name of the Company	FOR	AGAINST
A special resolution changing the name of the Company to “Brownstone Capital Inc.”, or such other name as may be approved by the board of directors and is acceptable to Industry Canada and the Canadian Securities Exchange, as more fully described in the Management Information Circular dated December 21, 2015 in respect of the Meeting.	<input type="checkbox"/>	<input type="checkbox"/>

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED.**

PLEASE PRINT NAME

Signature of Registered owner(s)

Date (MM/DD/YYYY)

Proxy Voting - Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE INFORMATION CIRCULAR PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting, such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a security holder of the Corporation.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its being mailed to the security holders of the Corporation.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and before the **Filing Deadline for Proxies**, noted overleaf or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory's power to sign the proxy.

Investor inSite

TMX Equity Transfer Services Inc.* offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit

www.tmxequitytransferservices.com/investorinsite

Click on, "*Register Online Now*" and complete the registration form. Call us toll free at 1-866-393-4891 with any questions.

*TMX Equity Transfer Services Inc. is operating the transfer agency and corporate trust business in the name of Equity Financial Trust Company for a transitional period.

Notice-and-Access

The Canadian securities regulators have adopted new rules which permit the use of notice-and-access for proxy solicitation instead of the traditional physical delivery of material. This new process provides the option to post meeting related materials including management information circulars as well as annual financial statements and management's discussion and analysis, on a website in addition to SEDAR. Under notice-and-access, meeting related materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the material can be requested at any time during this period.

Disclosure regarding each matter or group of matters to be voted on is in the Information Circular in the Section with the same title as each Resolution overleaf. You should review the Information Circular before voting.

BROWNSTONE ENERGY INC. has elected to utilize notice-and-access and provide you with the following information:

Meeting materials are available electronically at www.sedar.com and also at <http://noticeinsite.tmxequity.com/BrownstoneASM2016>.

If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access, please call 1-866-393-4891 ext. 205. In order to receive a paper copy in time to vote before the meeting, your request should be received by January 27, 2016.